

Exhibit D

Duane Morris

FIRM and AFFILIATE OFFICES

NEW YORK
LONDON
LOS ANGELES
CHICAGO
HOUSTON
PHILADELPHIA
SAN DIEGO
SAN FRANCISCO
BOSTON
WASHINGTON DC
LAS VEGAS
ATLANTA
MIAMI
PITTSBURGH
NEWARK
ALLENTOWN
WILMINGTON
HARRISBURG
PRINCETON
LAKE TAHOE

January 31, 2007

THOMAS F. MAHER
MANAGING DIRECTOR
JP MORGAN CHASE & CO.
380 MADISON AVENUE
NEW YORK, NY 10017

W.R. GRACE & CO.

File# K0248-00001

Invoice# 1233826

IRS# 23-1392502

FOR PROFESSIONAL SERVICES RECORDED
THROUGH 12/31/2006 IN CONNECTION
WITH THE ABOVE-CAPTIONED MATTER.

| | | | | | | |
|--------------|-----------|-------|---------|----------|--------|--------------------|
| MR LASTOWSKI | PARTNER | 34.20 | hrs. at | \$550.00 | /hr. = | \$18,810.00 |
| RW RILEY | PARTNER | 0.30 | hrs. at | \$440.00 | /hr. = | \$132.00 |
| WS KATCHEN | PARTNER | 23.20 | hrs. at | \$615.00 | /hr. = | \$14,268.00 |
| MF HAHN | ASSOCIATE | 8.30 | hrs. at | \$355.00 | /hr. = | \$2,946.50 |
| BA GRUPPO | PARALEGAL | 1.10 | hrs. at | \$215.00 | /hr. = | \$236.50 |
| EM O'BYRNE | PARALEGAL | 0.10 | hrs. at | \$180.00 | /hr. = | \$18.00 |
| | | | | | | <u>\$36,411.00</u> |

| | |
|-----------------------------------|-----------------|
| DISBURSEMENTS | |
| DINNER - LOCAL | 442.30 |
| PRINTING & DUPLICATING - EXTERNAL | 186.00 |
| TOTAL DISBURSEMENTS | <u>\$628.30</u> |

| | |
|--------------------------------|--------------------|
| TOTAL FEES AND DISBURSEMENTS | \$37,039.30 |
| LESS PREVIOUS CREDITS RECEIVED | <u>-\$2,253.70</u> |
| NET AMOUNT | \$34,785.60 |

| | |
|------------------|--------------------|
| PREVIOUS BALANCE | <u>\$87,637.29</u> |
|------------------|--------------------|

| | |
|-------------------|---------------------|
| TOTAL BALANCE DUE | <u>\$122,422.89</u> |
|-------------------|---------------------|

File # K0248-00001

INVOICE # 1233826

W.R. GRACE & CO.

| DATE | TASK | TIMEKEEPER | HOURS | VALUE |
|------------|------|---|-------|------------|
| 12/4/2006 | 004 | MF HAHN | 2.00 | \$710.00 |
| | | REVIEW ASBESTOS CONSTITUENTS' MOTION FOR EXPEDITED APPEAL OF ORDER GRANTING NINTH EXTENSION OF EXCLUSIVITY; REVIEW BRIEF AND EXHIBITS IN SUPPORT OF APPEAL | | |
| 12/5/2006 | 004 | BA GRUPPO | 0.10 | \$21.50 |
| | | RECEIPT & REVIEW OF ONLINE WWW SUBSCRIPTIONS -- COPYING OF ASBESTOS-RELATED ITEMS AS REQUESTED AND FORWARDING SAME TO D.T.SYKES, R.J.DIMASSA, L.J.KOTLER, M.LIPOWICZ, W.M.SIMKULAK, W.KATCHEN, AND M.HAHN | | |
| 12/5/2006 | 004 | WS KATCHEN | 0.30 | \$184.50 |
| | | REVIEW ACC MOTION TO EXPEDITE APPEAL; REVIEW DEBTOR'S REPLY ON QUESTIONNAIRE RESPONSE | | |
| 12/5/2006 | 004 | WS KATCHEN | 0.50 | \$307.50 |
| | | ADDITIONAL WORK ON ESTIMATION ISSUE | | |
| 12/5/2006 | 004 | WS KATCHEN | 1.80 | \$1,107.00 |
| | | REVIEW DEBTOR'S MOTION TO COMPEL COONEY & CONWAY'S RESPONSE TO QUESTIONNAIRE RE: RCP 26(B)(4)(13); REVIEW STUTZMAN, BROMBERG, ET AL.'S RESPONSE | | |
| 12/5/2006 | 004 | WS KATCHEN | 0.80 | \$492.00 |
| | | ADDITIONAL REVIEW OF CASE LAW AUTHORITIES CITED BY STUTZMAN, BROMBERG | | |
| 12/7/2006 | 004 | BA GRUPPO | 0.10 | \$21.50 |
| | | RECEIPT & REVIEW OF ONLINE WWW SUBSCRIPTIONS -- COPYING OF ASBESTOS-RELATED ITEMS AS REQUESTED AND FORWARDING SAME TO W.KATCHEN, AND M.HAHN | | |
| 12/14/2006 | 004 | MF HAHN | 0.40 | \$142.00 |
| | | REVIEW DOCKET AND NEW FILINGS; PULL SAME FOR W. KATCHEN | | |
| 12/15/2006 | 004 | BA GRUPPO | 0.10 | \$21.50 |
| | | RECEIPT & REVIEW OF ONLINE WWW SUBSCRIPTIONS -- COPYING OF ASBESTOS-RELATED ITEMS AS REQUESTED AND FORWARDING SAME TO W.KATCHEN, AND M.HAHN | | |
| 12/15/2006 | 004 | EM O'BYRNE | 0.10 | \$18.00 |
| 12/18/2006 | 004 | BA GRUPPO | 0.10 | \$21.50 |
| | | DOWNLOAD AGENDA FOR HEARING RECEIPT & REVIEW OF ONLINE WWW SUBSCRIPTIONS -- COPYING OF ASBESTOS-RELATED ITEMS AS REQUESTED AND FORWARDING SAME TO D.T.SYKES, R.J.DIMASSA, L.J.KOTLER, M.LIPOWICZ, W.M.SIMKULAK, W.KATCHEN, AND M.HAHN | | |

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INVOICE # 1233826

W.R. GRACE & CO.

| DATE | TASK | TIMEKEEPER | | HOURS | VALUE |
|------------|------|------------|---|-------|------------|
| 12/19/2006 | 004 | BA GRUPPO | RECEIPT & REVIEW OF ONLINE WWW SUBSCRIPTIONS -- COPYING OF ASBESTOS-RELATED ITEMS AS REQUESTED AND FORWARDING SAME TO W.KATCHEN, AND M.HAHN | 0.10 | \$21.50 |
| 12/21/2006 | 004 | BA GRUPPO | RECEIPT & REVIEW OF ONLINE WWW SUBSCRIPTIONS -- COPYING OF ASBESTOS-RELATED ITEMS AS REQUESTED AND FORWARDING SAME TO W.KATCHEN, AND M.HAHN | 0.10 | \$21.50 |
| 12/22/2006 | 004 | BA GRUPPO | RECEIPT & REVIEW OF ONLINE WWW SUBSCRIPTIONS -- COPYING OF ASBESTOS-RELATED ITEMS AS REQUESTED AND FORWARDING SAME TO W.KATCHEN, AND M.HAHN | 0.10 | \$21.50 |
| 12/26/2006 | 004 | BA GRUPPO | RECEIPT & REVIEW OF ONLINE WWW SUBSCRIPTIONS -- COPYING OF ASBESTOS-RELATED ITEMS AS REQUESTED AND FORWARDING SAME TO W.KATCHEN, AND M.HAHN | 0.10 | \$21.50 |
| 12/27/2006 | 004 | BA GRUPPO | RECEIPT & REVIEW OF ONLINE WWW SUBSCRIPTIONS -- COPYING OF ASBESTOS-RELATED ITEMS AS REQUESTED AND FORWARDING SAME TO W.KATCHEN, AND M.HAHN | 0.10 | \$21.50 |
| 12/28/2006 | 004 | BA GRUPPO | RECEIPT & REVIEW OF ONLINE WWW SUBSCRIPTIONS -- COPYING OF ASBESTOS-RELATED ITEMS AS REQUESTED AND FORWARDING SAME TO W.KATCHEN, AND M.HAHN | 0.10 | \$21.50 |
| 12/28/2006 | 004 | MF HAHN | REVIEW DOCKET AND NEW FILINGS | 0.40 | \$142.00 |
| 12/29/2006 | 004 | BA GRUPPO | RECEIPT & REVIEW OF ONLINE WWW SUBSCRIPTIONS -- COPYING OF ASBESTOS-RELATED ITEMS AS REQUESTED AND FORWARDING SAME TO W.KATCHEN, AND M.HAHN | 0.10 | \$21.50 |
| | | | Code Total | 7.40 | \$3,339.50 |

File # K0248-00001

W.R. GRACE & CO.

INVOICE # 1233826

| DATE | TASK | TIMEKEEPER | HOURS | VALUE | |
|------------|------|--------------|---|------------|------------|
| 12/4/2006 | 005 | MR LASTOWSKI | REVIEW BRIEFING OF ISSUE REALTING TO SETTLED PRE-PETITION ASBESTOS PERSONAL INJURY CLAIMS | 1.10 | \$605.00 |
| 12/4/2006 | 005 | MR LASTOWSKI | REVIEW DEBTORS' REPLIES RELATING TO MOTION COMPEL AND TO X-RAY PROTOCOLS | 1.20 | \$660.00 |
| 12/4/2006 | 005 | MR LASTOWSKI | REVIEW AMENDED AGENDA AND ITEMS IDENTIFIED THEREON | 1.20 | \$660.00 |
| 12/4/2006 | 005 | MR LASTOWSKI | ANALYSIS OF ASBESTOS PERSONAL INJURY COMMITTEE'S REPLY IN SUPPORT OF MOTION TO COMPEL PRODUCTION OF DOCUMENTS | 0.50 | \$275.00 |
| 12/4/2006 | 005 | MR LASTOWSKI | ANALYSIS OF ADDITIONAL RESPONSES TO DEBTOR'S PROPOSED X-RAY PROTOCOL | 1.10 | \$605.00 |
| 12/4/2006 | 005 | MR LASTOWSKI | REVIEW DEBTORS' MOTION TO FILE CERTAIN DOCUMENTS UNDER SEAL | 0.30 | \$165.00 |
| 12/4/2006 | 005 | MR LASTOWSKI | ANALYSIS OF RESPONSES TO DEBTOR'S PROPOSED X-RAY PROTOCOL | 0.30 | \$165.00 |
| 12/7/2006 | 005 | MR LASTOWSKI | REVIEW WITNESS DESIGNATIONS | 0.60 | \$330.00 |
| 12/12/2006 | 005 | MR LASTOWSKI | ANALYSIS OF DEBTORS' BRIEF IN SUPPORT OF MOTION TO COMPEL | 1.30 | \$715.00 |
| 12/13/2006 | 005 | MR LASTOWSKI | ANALYSIS OF WILENTZ' FIRMS MEMORANDUM RE: SETTLED PRE-PETITION CLAIMS | 1.10 | \$605.00 |
| 12/15/2006 | 005 | MR LASTOWSKI | REVIEW ADDITIONAL BRIEFING OF DEBTORS' RE: MOTIONS TO COMPEL | 1.20 | \$660.00 |
| 12/15/2006 | 005 | MR LASTOWSKI | REVIEW ADDITIONAL BRIEFING FROM CLAIMANTS RE: MOTIONS TO COMPEL | 0.90 | \$495.00 |
| 12/19/2006 | 005 | MR LASTOWSKI | REVIEW ZONOLITE OPINION | 1.20 | \$660.00 |
| 12/20/2006 | 005 | MF HAHN | REVIEW ESTIMATION OPINIONS AND ESTIMATION ISSUE AND DISCOVERY ISSUES | 3.00 | \$1,065.00 |
| 12/21/2006 | 005 | MF HAHN | REVIEW NEW FILINGS AND PROVIDE SAME TO W. KATCHEN | 0.40 | \$142.00 |
| 12/21/2006 | 005 | MR LASTOWSKI | REVIEW ORDER AND STIPULATION RESOLVING MOTION TO COMPEL | 0.50 | \$275.00 |
| 12/22/2006 | 005 | MF HAHN | REVIEW DOCKET AND EXPERT REPORTS REGARDING ASBESTOS PROPERTY DAMAGE | 2.10 | \$745.50 |
| 12/22/2006 | 005 | MR LASTOWSKI | REVIEW ZONOLITE CLAIMANTS MOTION FOR LEAVE TO APPEAL | 0.60 | \$330.00 |
| Code Total | | | 18.60 | \$9,157.50 | |

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INVOICE # 1233826

| DATE | TASK | TIMEKEEPER | HOURS | VALUE |
|------------|------|------------|--|-----------------|
| 12/22/2006 | 009 | RW RILEY | REVIEWING AND ADDRESSING ISSUES RELATED TO PAYMENT ON PRIOR FEE APPLICATIONS | 0.20 \$88.00 |
| Code Total | | | 0.20 | \$88.00 |

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W.R. GRACE & CO.

INVOICE # 1233826

| DATE | TASK | TIMEKEEPER | HOURS | VALUE |
|------------|------|--|-------|---------|
| 12/22/2006 | 010 | RW RILEY | 0.10 | \$44.00 |
| | | REVIEWING CERTIFICATE OF NO OBJECTION RELATED TO STROOCK'S FEE APPLICATION | | |
| | | Code Total | 0.10 | \$44.00 |

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INVOICE # 1233826

W.R. GRACE & CO.

| DATE | TASK | TIMEKEEPER | HOURS | VALUE |
|------------|------|--------------|--|-------------------|
| 12/4/2006 | 015 | MR LASTOWSKI | PREPARE FOR 12/5/06 OMNIBUS HEARING | 2.80 \$1,540.00 |
| 12/5/2006 | 015 | MR LASTOWSKI | OMNIBUS HEARING | 8.20 \$4,510.00 |
| 12/5/2006 | 015 | MR LASTOWSKI | PREPARE FOR OMNIBUS HEARING | 2.30 \$1,265.00 |
| 12/18/2006 | 015 | MR LASTOWSKI | ATTEND J(TELEPHONICALLY) OMNIBUS HEARING | 2.20 \$1,210.00 |
| 12/18/2006 | 015 | MR LASTOWSKI | PREPARE FOR OMNIBUS HEARING | 1.80 \$990.00 |
| 12/18/2006 | 015 | MR LASTOWSKI | ANALYSIS OF PERSONAL INJURY CLAIMANTS MOTION TO COMPEL THE DEBTORS' PRODUCTION OF CERTAIN ACTUARIAL STUDIES. | 1.10 \$605.00 |
| 12/19/2006 | 015 | MR LASTOWSKI | REVIEW ORDERS ENTERED ON 12/19/06 | 0.40 \$220.00 |
| 12/20/2006 | 015 | MR LASTOWSKI | REVIEW AMENDED CASE MANAGEMENT ORDER | 0.50 \$275.00 |
| | | | Code Total | 19.30 \$10,615.00 |

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W.R. GRACE & CO.

| <u>DATE</u> | <u>TASK</u> | <u>TIMEKEEPER</u> | <u>HOURS</u> | <u>VALUE</u> | |
|-------------|-------------|-------------------|---------------------------------|--------------|----------|
| 12/29/2006 | 017 | MR LASTOWSKI | REVIEW DEBTOR'S APPELLATE BRIEF | 1.80 | \$990.00 |
| | | | RE: EXCLUSIVITY | | |
| | | | Code Total | 1.80 | \$990.00 |

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| DATE | TASK | TIMEKEEPER | HOURS | VALUE |
|------------|------|------------|--|-----------------|
| 12/1/2006 | 025 | WS KATCHEN | REVIEW WEITZ/LUXENBERG AND WILENTZ GOLDMAN & SPITZER RESPONSE; REVIEW MMWR FIRMS MEMORANDUM. | 0.90 \$553.50 |
| 12/1/2006 | 025 | WS KATCHEN | REVIEW ACC RESPONSE AND EXHIBITS TO DEBTOR; ATTENTION TO ADMINISTRATIVE ISSUES. | 0.70 \$430.50 |
| 12/1/2006 | 025 | WS KATCHEN | REVIEW COMMITTEE MEMO. | 0.20 \$123.00 |
| 12/3/2006 | 025 | WS KATCHEN | REVIEW ACC APPEAL BRIEF ON 1121(D) AND EXHIBITS. | 1.00 \$615.00 |
| 12/4/2006 | 025 | WS KATCHEN | REVIEW JOINDER BY THORNTON & NAUMES; ADMINISTRATIVE REVIEW DEP NOTICES BN P. D. COMMITTEE. | 0.20 \$123.00 |
| 12/4/2006 | 025 | WS KATCHEN | REVIEW DEBTOR'S NOTICE REGARDING NON-SETTLED PRE-PET CLAIMS; REVIEW FUTURE REP'S REPLY ON DOCUMENT PRODUCTION. | 0.90 \$553.50 |
| 12/4/2006 | 025 | WS KATCHEN | ESTIMATION MATTERS. | 1.00 \$615.00 |
| 12/4/2006 | 025 | WS KATCHEN | REVIEW DISCOVERY OBJECTIONS/COMBINED RESPONSE. | 0.60 \$369.00 |
| 12/7/2006 | 025 | WS KATCHEN | REVIEW STROOCK MEMO; CONFERENCE WITH COMMITTEE MEMBERS. | 0.90 \$553.50 |
| 12/8/2006 | 025 | WS KATCHEN | REVIEW MOTIONS/BRIEFS/OPPOSITION ON ESTIMATION DISCOVERY. | 1.70 \$1,045.50 |
| 12/8/2006 | 025 | WS KATCHEN | REVIEW D. AUSSTEIR DECLARATION ON APPEAL §1121(D). | 0.10 \$61.50 |
| 12/8/2006 | 025 | WS KATCHEN | MOTION FOR RECONSIDERATION | 0.10 \$61.50 |
| 12/9/2006 | 025 | WS KATCHEN | RESEARCH PLAN ISSUES. | 0.80 \$492.00 |
| 12/11/2006 | 025 | WS KATCHEN | REVIEW FUTURE REP'S REPLY AND JOINDER. | 0.10 \$61.50 |
| 12/11/2006 | 025 | WS KATCHEN | REVIEW DEBTOR'S BRIEF REGARDING SETTLED PRE-PETITION ASBESTOS CLAIMS. | 0.20 \$123.00 |
| 12/11/2006 | 025 | WS KATCHEN | REVIEW DEBTOR'S RESPONSE ON EXPEDITED APPEAL. | 0.10 \$61.50 |
| 12/12/2006 | 025 | WS KATCHEN | REVIEW DEC. 18TH AGENDA; REVIEW DEBTOR'S ADDITIONAL BRIEF TO COMPEL RESPONSES P.I.Q. | 0.50 \$307.50 |
| 12/13/2006 | 025 | WS KATCHEN | ATTENTION TO DEPOSITIONS AND AMENDED NOTICES; REVIEW DEBTOR'S PRELIMINARY WITNESS DISCLOSURE (LIBBY). | 0.30 \$184.50 |
| 12/13/2006 | 025 | WS KATCHEN | REVIEW DEBTOR'S REPLY TO ACC RESPONSE REGARDING QUESTIONNAIRE; REVIEW DEBTOR'S REPLY TO PROTOCOL AND EXHIBIT AT 1/2. | 0.60 \$369.00 |

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| <u>DATE</u> | <u>TASK</u> | <u>TIMEKEEPER</u> | <u>HOURS</u> | <u>VALUE</u> |
|-------------|-------------|-------------------|---|-----------------|
| 12/14/2006 | 025 | WS KATCHEN | REVIEW ZAI S.J. OPINION; CONFERENCE WITH COMMITTEE MEMBER; EMAILS TO STROOCK | 1.70 \$1,045.50 |
| 12/18/2006 | 025 | WS KATCHEN | WORK ON ESTIMATION ISSUE. | 0.70 \$430.50 |
| 12/18/2006 | 025 | WS KATCHEN | ATTENTION TO PD CLAIMS. | 0.30 \$184.50 |
| 12/19/2006 | 025 | WS KATCHEN | ESTIMATION ISSUES @ 1/2. | 0.90 \$553.50 |
| 12/20/2006 | 025 | WS KATCHEN | REVIEW DEBTOR'S MOTION TO Q DEPOSITION NOTICE 30(B)(6); REVIEW EXHIBITS. | 1.70 \$1,045.50 |
| 12/20/2006 | 025 | WS KATCHEN | CONFERENCE WITH M. HAHN FOR RECONCILIATION ACC POSITIONS ON DISCOVERY ISSUES; TELEPHONE CONVERSATION WITH K. PASQUALE REGARDING SAME. | 0.40 \$246.00 |
| 12/20/2006 | 025 | WS KATCHEN | REVIEW CAPSTONE FINANCIAL REPORT 3Q 2006. | 0.30 \$184.50 |
| 12/20/2006 | 025 | WS KATCHEN | PD COMMITTEE; REVIEW MOTION REGARDING EXPERT WITNESS ON CONSTRUCTIVE NOTICE CLAIMS. | 0.10 \$61.50 |
| 12/22/2006 | 025 | WS KATCHEN | REVIEW ACC MOTION TO COMPEL DISCOVERY PRODUCTION OF ACTUARIAL STUDIES. | 0.30 \$184.50 |
| 12/26/2006 | 025 | WS KATCHEN | REVIEW MOTLEY RICE SUPPLEMENTAL SUBMISSION, EXPERT REPORTS AND FACT WITNESS INFORMATION; REVIEW DESIGNATION BY SAN DIEGO GAS & CO. ET AL; FACT/EXPERT WITNESS; EMAIL STROOCK REGARDING SAME. | 0.30 \$184.50 |
| 12/27/2006 | 025 | WS KATCHEN | TELEPHONE CONVERSATION WITH L. KRUGER; EMAIL TO L. KRUGER. | 0.30 \$184.50 |
| 12/28/2006 | 025 | WS KATCHEN | REVIEW MOTION OF ZAI PD CLAIMANTS FOR LEAVE TO APPEAL; REVIEW DEBTOR'S SUPPLEMENTAL WITNESS DISCLOSURE; REVIEW ORDER REGARDING X-RAY EVIDENCE; REVIEW ORDER REGARDING QUESTIONNAIRE; REVIEW ORDER REGARDING SUPPLEMENTAL ORDER QUESTIONNAIRE; REVIEW DEBTOR'S DESIGNATION OF EXPERTS ON LIMITATIONS; REVIEW DEC. 21, 2006 REPORT - R. MORSE; REVIEW STIPULATION AND ORDER REGARDING DEPOSITIONS; REVIEW ORDER REGARDING AMENDED CMO - ESTIMATION CLAIMS; REVIEW 10TH ORDER REGARDING NJDEP INJUNCTION. | 1.50 \$922.50 |

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| DATE | TASK | TIMEKEEPER | | HOURS | VALUE |
|------------|------|------------|--|-------|-------------|
| 12/29/2006 | 025 | WS KATCHEN | REVIEW DEBTOR'S UNOPPOSED MOTION REGARDING ZAI APPEAL. EXTENSION TIME TO ANSWER; REVIEW CAPSTONE FINANCIAL REPORT. | 0.40 | \$246.00 |
| Code Total | | | | 19.80 | \$12,177.00 |

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TOTAL SERVICES

67.20 \$36,411.00

File # K0248-00001

W.R. GRACE & CO.

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| <u>DATE</u> | <u>DISBURSEMENTS</u> | <u>AMOUNT</u> |
|-------------|-----------------------------------|---------------|
| 12/31/2006 | PRINTING & DUPLICATING - EXTERNAL | 186.00 |
| | Total: | \$186.00 |
| 12/31/2006 | DINNER - LOCAL | 419.35 |
| 12/31/2006 | DINNER - LOCAL | 22.95 |
| | Total: | \$442.30 |
| | TOTAL DISBURSEMENTS | \$628.30 |